



Minutes of the 2017-2018 Board of Directors Teleconference July 25, 2018

The 2017-2018 Toastmasters International Board of Directors convened on July 25, 2018, with International President Balraj Arunasalam, DTM, presiding. The other officers and directors present were: Lark Doley, DTM; Deepak Menon, DTM; Richard Peck, DTM; Mike Storkey, DTM; Don Bittick, DTM; David Fisher, DTM; Reginald Darnell Ford, DTM; Vera Johnson, DTM; Matt Kinsey, DTM; Jim Kohli, DTM; Monique Levesque-Pharoah, DTM; Morag Mathieson, DTM; Mary Morrison, DTM; Michael Osur, DTM; Daniel Rex, Chief Executive Officer; Radhi Spear, DTM; Elisa Tay, DTM; Tracy Thomason, DTM; and Derek Wong, DTM. Chief Operations Officer Sally Newell Cohen and Secretary/Treasurer Jennifer Barr also were present. No Board members were absent.

BOARD OF DIRECTORS

1. The Board reviewed and unanimously voted to accept the agenda as presented.
2. The 2017-2018 Executive Committee convened on July 17, 2018, with International President Balraj Arunasalam, DTM, presiding. The other officers and directors present were: International President-Elect Lark Doley, DTM; First Vice President Deepak Menon, DTM; Second Vice President Richard Peck, DTM; Chief Executive Officer Daniel Rex, and Immediate Past International President Mike Storkey, DTM. Chief Operations Officer Sally Newell Cohen and Secretary/Treasurer Jennifer Barr also were present. No members were absent. The report of the Executive Committee was presented by International President-Elect Lark Doley, DTM and covered the following items:
 - a. The Committee was informed that Past International President Jon Greiner has prepared a final draft on future prison club work and is to share this with the Committee in the next few weeks.
 - b. The Committee received an update on the Pathways learning experience and requested that World Headquarters provide additional demographic data for Pathways users to the Committee no later than November 2018. In addition, the Committee requested information relating to paths recommended by the assessment in relation to paths used by members.
 - c. The Committee discussed additional information received from districts requesting that Korean and Polish be included as official languages supported by Toastmasters International. Protocol 4.0: Intellectual Property (attached) was adopted and revised by the joint authority of the Chief Executive Officer and the International President with the concurrence of the International President-Elect to reflect the Committee's decision to add Korean as an official language.



- d. The Committee reviewed updates to the district visit process discussed during the June 28 Executive Committee teleconference. The Committee commended World Headquarters on its efforts to streamline the international officer, director and region advisor district visit process. Protocol 10.1: Region Advisor Visits (attached) and Protocol 11.5: Board of Directors Visits (attached) were adopted and revised by the joint authority of the Chief Executive Officer and the International President with the concurrence of the International President-Elect to reflect the Committee's decision.
3. The Board discussed clarifying the number of votes members of the district executive committee and district council are entitled to whether participating in these meetings in-person or virtually. The amendments to the District Administrative Bylaws, Article Xe (attached) were adopted, effective immediately.

Pursuant to Policy 11.3, items contained in the minutes of this meeting were classified as "unrestricted" upon distribution of the minutes by World Headquarters, not to include any matters marked "restricted."

Jennifer Barr
Secretary/Treasurer

Distribution: Board of Directors
Nonprofit General Counsel
Chief Executive Officer
Past International Presidents
Past International Directors

Intellectual Property

1. Trademarks

- A. Toastmasters International's trademarks are used to support and further its mission and support its programs.
- B. The following table itemizes who may use Toastmasters International's trademarks, the type of uses authorized and unauthorized, and the parties responsible for their use:

User	Authorized	Not Authorized	Responsible
Clubs, areas, divisions, and districts	Stationery, business cards, bulletins, newsletters, electronic media, Web pages, program covers, agendas, and similar items only if directly related to and focused on the mission	Articles such as trophies, ribbons, banners, certificates, clothing or other items, except by specific, prior written authorization from the Chief Executive Officer	Club president, district director
Officer candidates at all levels	Stationery, business cards, mailings, electronic media, Web pages, campaign literature, and similar items	Same as above	Candidate
Individual members and officers at all levels	Stationery, business cards, electronic media, and Web pages, solely to indicate the person's affiliation with a club	Any personal newsletter, electronic media, bulletin, or similar item; articles such as trophies, ribbons, banners, certificates, clothing, or other items except by specific, prior written authorization from the Chief Executive Officer	Individual

2. Websites

- A. Club, area, division, district, and region websites should contain information useful to current and prospective members and officers including, but not limited to, event calendars, membership benefits, performance-motivating articles, newsletters, distinguished program goals and progress, dates of latest updates, a link to the Toastmasters International website (which is the primary source for club meeting times and locations).

- B. Each club website should contain the club name, meeting time and location, a contact telephone number or e-mail address, the club mission, and a link to the district website.
 - I. Club websites may not contain material irrelevant to achieving the mission of the club.
 - II. The club president is the publisher of the club website and ultimately responsible for its content.
- C. Each area and division website may also contain listings of clubs within the area or division, membership-building tips for clubs, the club and district missions, and a link to the district website.
 - I. The district director is ultimately responsible for the content of area and division websites within the district.
 - II. Area and division websites must either be part of the district website or published on a free or donated Web hosting site and linked to and from the district website.
 - III. Websites must be transferred to the incoming district director by July 1. If a website cannot be transferred or the incoming district director does not want to continue its use, the page must be removed.
- D. Each district website should also contain information such as how to organize new Toastmasters clubs; membership-building tips for clubs; a calendar with information about events such as training, district conferences, and the International Convention; the club and district missions; and links to area and division websites within the district.
 - I. District websites may not contain material that is irrelevant to achieving the mission of the district.
 - II. The district director is the publisher of the district website and ultimately responsible for its content.
- E. Region websites may also contain information such as articles and ideas to motivate the districts' achievement of goals, links to district performance information on the Toastmasters International website, promotion of Toastmasters programs, the mission and vision of Toastmasters International, district and club missions, recognition for achievements or progress toward achievements of district goals, schedules and information about district visits, links to websites of districts within the region, and district conference dates and locations.

- I. Region websites may contain a list of past international presidents and past international directors showing only their home districts and years of service.
 - II. The region advisor is the publisher of the region website and is ultimately responsible for its content.
- F. Officers at all levels shall not create office-related websites separate from those of their clubs, areas, divisions, districts, or regions.
 - G. Officers may reference their Toastmasters membership and position on a personal website.
 - H. All club, area, division, district, and region websites shall include a Toastmasters International trademark acknowledgement statement as published by Toastmasters International. As the trademark owner, Toastmasters International reserves the right to determine how trademarks are used on websites.
 - I. Toastmasters websites may not include copyrighted information from Toastmasters International or any other source without the express written permission of the copyright owner.
 - J. Clubs, areas, divisions, districts, and regions may publish websites in donated space and acknowledge the donation on the website.
 - K. Clubs and districts may sell advertising space to offset costs and increase income.
 - L. Regions may sell advertising space to offset costs.
 - M. Advertising revenues may be subject to tax on unrelated business income. Clubs are responsible for any such tax implications resulting from club websites. District and regional advertising revenues may result in unrelated business income tax for Toastmasters International, and so must be reported in financial records submitted to World Headquarters, with provision made to cover any such tax from the revenues thereby generated.
 - N. Individual members may not receive any compensation to create, maintain, or host Toastmasters websites; however, normal and reasonable costs to maintain the site may be reimbursed by the club or district.
 - O. A disclaimer must be included on all Toastmasters websites as follows: "The information on this website is for the sole use of Toastmasters' members, for Toastmasters business only. It is not to be used for solicitation and distribution of non-Toastmasters material or information."

3. Language and Translations

- A. English is the official business language of Toastmasters International. All club and district leaders must be proficient in English.

- B. Toastmasters supports additional languages by translating educational and marketing materials, as dictated by protocol, in the following languages:
 - I. Arabic
 - II. French
 - III. German
 - IV. Japanese
 - V. Korean**
 - ~~VI~~. Portuguese
 - ~~VII~~. Simplified Chinese
 - ~~VIII~~. Spanish
 - ~~IX~~. Traditional Chinese

- C. Translation and distribution of any Toastmasters International material bearing Toastmasters trademarks or copyrights must be conducted and managed by World Headquarters.

- D. Permission to translate any additional Toastmasters materials shall be obtained in advance from the Chief Executive Officer.

- E. Permission to translate into a new language is granted on a case-by-case basis and based on the following factors:
 - I. When at least 20 chartered clubs in good standing currently conduct their meetings primarily in the language being considered for translation and there is the potential to build more clubs whose meetings would be conducted primarily in that language, World Headquarters may grant permission to translate promotional brochures, the *Competent Communication* manual, the *Competent Leadership* manual, at least two *Advanced Communication* manuals and the Club Leadership Handbook.

 - II. When at least 35 chartered clubs in good standing currently conduct their meetings primarily in that language and there is the potential to build more clubs whose meetings would be conducted primarily in that language, World Headquarters may give permission to translate at least two additional *Advanced Communication* manuals and select marketing material.

 - III. When 60 or more clubs in good standing currently conduct their meetings primarily in that language, World Headquarters may give permission to translate the remaining *Advanced Communication* manuals, the *High Performance Leadership* program, and other materials.

 - IV. World Headquarters determines which materials have priority for translation.

- F. Members may request permission to translate existing Toastmasters materials into a supported language. Permission may be granted on a case-by-case basis under the following conditions:
- I. Materials are translated, edited, and proofed by the member or by an individual or service designated by World Headquarters.
 - II. World Headquarters reviews all content to ensure accuracy and quality prior to distribution.
 - III. An Assignment Agreement must be completed to assign copyright of the translated material to Toastmasters International.
 - IV. World Headquarters reserves all rights to create and distribute all translated materials.

Protocol 10.1

Region Advisor Visits

- 1. The purpose of a region advisor visit is to provide support, leadership development, skill building, mentoring and coaching to expand district leaders' capacity to achieve the district mission.**
- 2. Visits should occur primarily between July and October, during Toastmasters Leadership Institutes, district trainings or district executive committee meetings when not held during a district conference.**
- 3. Region advisors are expected to visit districts as approved by the International President.**
- 4. Region advisors request district visits by submitting a proposed visit schedule to World Headquarters for consideration by the International President or International President Elect (depending on who will be International President at the time the visits will occur.) World Headquarters confirms each visit, in writing, to the region advisor and the appropriate district leaders.**
- 5. Districts must accept visits by a region advisor.**
- 6. Visits to Toastmasters events may require prior approval of the International President or International President Elect (depending on who will be International President at the time the visits will occur.) The approval process is managed through World Headquarters. All requests must include details about the reasons for the proposed visit.**
 - A. Visits to club meetings within the region advisor's region may be made at any time. Visits to club meetings outside of the region advisor's region require prior approval. Reimbursement is not provided.**
 - B. Visits to area and division events within the region advisor's home district may be made at any time as an attendee. Visits to such events for purposes of training and support require prior approval. Reimbursement is not provided.**

Visits to area and division events within the region advisor's region may be made at any time as an attendee. Visits to such events for the purposes of training and support require prior approval. Reimbursement is not provided.

Visits to area and division events outside the region advisor's region require prior approval. Reimbursement is not provided.

C. Visits to district events within the region advisor's home district may be made at any time as an attendee. Visits to such events for the purposes of training and support require prior approval. Reimbursement may be provided with prior approval.

Visits to district events within the region advisor's region that are not a part of the approved schedule require prior approval. Reimbursement may be provided with prior approval.

D. District visits outside the region advisor's region require prior approval. Reimbursement is not provided.

Board of Directors Visits

- A. The purposes of international officer and director visits are to **evaluate and increase the effectiveness of the district in achieving the district mission**, meet with Toastmasters members and leaders and with business and community leaders, represent the organization at district events, **share the organization's message as directed by the International President, participate in club-building and strengthening opportunities**, and publicize Toastmasters International **and its brand** through media.
- B. International directors are expected to visit districts as **assigned-approved** by the International President.
- C. International officer visits to districts are scheduled every seven years, or more frequently, if deemed necessary by the International President.
- D. ~~World Headquarters prepares a proposed district visit schedule and International directors request district visits by~~ **submitting it to a proposed visit schedule to World Headquarters for consideration** ~~the approval of the~~ **by the International President or International President-Elect (depending on who will be International President at the time the visits will occur.) World Headquarters confirms each visit, in writing, to the international director and the appropriate district leaders. After the schedule is approved, World Headquarters collaborates with district leaders and international directors to finalize the schedule. International officers or directors, World Headquarters, and district leaders participate jointly in conference calls to plan and discuss expectations for each visit.**
- E. Districts must accept visits by either an international officer or director.
- F. **Visits to Toastmasters events may require prior approval of the International President or International President-Elect (depending on who will be International President at the time the visits will occur.) The approval process is managed through World Headquarters. All requests must include details about the reasons for the proposed visit.**
 - Fa. Visits to club meetings within the officer's/director's region may be made at any time. Visits to club meetings outside of the officer's/director's region **require** ~~may be made with the International President's~~ prior approval. Reimbursement is not provided.
 - Fb. Visits to area and division events within the officer's/director's home district may be made at any time as an attendee. Visits to such events as a presenter or an ambassador for the organization **require** ~~may be made with the International President's~~ prior approval. ~~The officer/director must notify the International President as to the purpose of the visit.~~ Reimbursement is not provided.

Visits to area and division events within the officer's/director's region may be made at any time as an attendee. Visits to such events as a presenter or an ambassador for the organization **require** ~~may be made with the International President's~~ prior approval. ~~The officer/director must notify the International President as to the purpose of the visit.~~ Reimbursement is not provided.

Visits to area and division events outside the officer's/director's region **require** ~~may be made with the International President's~~ prior approval. ~~The officer/director must notify the International President as to the purpose of the visit.~~ Reimbursement is not provided.

- Hc.** Visits to district events within the officer's/director's home district may be made at any time as an attendee. Visits to such events as a presenter or an ambassador for the organization **require** ~~may be made with the International President's~~ prior approval. ~~The officer/director must notify the International President as to the purpose of the visit.~~ Reimbursement may be provided with the International President's prior approval.

Visits to district events within the officer's/director's region that are not part of the approved schedule **require** ~~may be made with the International President's~~ prior approval. ~~The officer/director must notify the International President as to the purpose of the visit.~~ Reimbursement may be provided with ~~the International President's~~ prior approval.

- Id.** District visits outside the officer's/director's region **require** ~~may be made with the International President's~~ prior approval. ~~The officer/director must notify the International President as to the purpose of the visit.~~ Reimbursement is not provided.

District Administrative Bylaws

Article I: Authority and Title

(a) Authority

These District Administrative Bylaws are promulgated under the authority of Article XII of the Bylaws of Toastmasters International, by its Board of Directors, relating to district administration.

(b) District Title

This district shall be designated as set forth in the title of these administrative bylaws.

Article II: Purpose

The purpose of this district is to enhance the quality and performance and extend the network of the member clubs of Toastmasters International within the boundaries of this district, thereby offering greater numbers of people the opportunity to benefit from the Toastmasters educational program by:

Focusing on the critical success factors as specified by the district educational and membership goals.

Ensuring that each club effectively fulfills its responsibilities to its individual members.

Providing effective training and leadership-development opportunities for club and district officers.

In order to carry out the purpose, the officers of this district are empowered to manage Toastmasters International programs and activities within this district, and to act as stewards of Toastmasters International's assets for this district. Using such powers and assets, this district shall:

1. Assist each member club to fulfill effectively its responsibility to its individual members;
2. Encourage and assist in the training of member club officers;
3. Develop a close relationship between member clubs and Toastmasters International;
4. Promote interest in, and extend the benefits of, individual membership in Toastmasters clubs;
5. Help in the organization of new Toastmasters clubs; and
6. Encourage member clubs to undertake programs and projects that will cause greater community awareness of the Toastmasters programs and meet the needs of individual members.

Article III: Affiliation and Liability

(a) With Toastmasters Clubs

All member clubs in Toastmasters International in good standing within the boundaries of this district, and all such clubs organized hereafter, shall be affiliated with this district. However, this district shall have no liability to any third party for any debt or obligation of any club, nor shall any club have any liability to any third party for any debt or obligation of this district or any other component part of Toastmasters International.

(b) With Toastmasters International

This district is an integral part of Toastmasters International, a California nonprofit public benefit corporation, and, as an administrative unit of that corporation, its activities and affairs shall be managed, and its powers exercised, under the ultimate direction of the Board of Directors of Toastmasters International. This district is not an independent or autonomous legal entity. Because Toastmasters International is the exclusive owner of all the trade names, trademarks, service marks, emblems, insignia, and copyrights associated with the Toastmasters collective membership mark, no district has the authority to create a separate legal entity.

(c) Receivership

In situations where the ability of a district to accomplish the mission set forth in Article II is in serious jeopardy, the Board of Directors of Toastmasters International may declare the district to be in full or partial receivership. Where the situation is urgent and immediate action is required, the Executive Committee of the Board of Directors may act under Article V, Section 6, of the Bylaws of Toastmasters International to declare a district to be in full or partial receivership. Under a declaration of receivership, all or part of the provisions of these District Administrative Bylaws may be suspended, modified, or augmented, which may include, as appropriate, provisions regarding the conduct of financial affairs, the filling of vacancies in district officer positions, and the operation of the district council, the district executive committee, and other district committees. The declaration shall delegate authority over the district in receivership to the International President, to an international vice president, to an acting district director, to the Executive Director, or to a combination of the foregoing, for the period of time specified on the declaration.

Article IV: Policy

This district shall not adopt any policy in conflict with any policy of Toastmasters International, and its actions shall be consistent with the purposes and ideals of Toastmasters International. These administrative bylaws shall be deemed automatically modified and amended so that they shall at no time be in conflict or inconsistent with the Articles of Incorporation, Bylaws or Policies established by the Board of Directors of Toastmasters International, as they now exist or hereafter may be changed or amended.

Article V: Boundaries

The geographic boundaries of this district shall be as follows: _____.

The district council of this district shall have the authority to change such boundaries, subject to the approval of the Board of Directors of Toastmasters International.

Article VI: Area and Division Organization

The member clubs of this district shall be organized into areas, the number and composition of which shall be determined by the district council at its annual meeting, to become effective the following July 1. Each area shall be under the direction of an area director acting under the district director and district council. This district may further organize areas together into divisions under the supervision of division directors. Any such division of the district into divisions shall be accomplished at the annual meeting to become effective the following July 1.

Article VII: Officers

(a) District Officers

The officers of this district shall be a district director, a program quality director, a club growth director, a public relations manager, a district administration manager, a district finance manager, area directors, and may include division directors at the discretion of the district council. In addition to these officers, the district may have such other officers as the district council may provide, but Toastmasters International credit toward any educational award is limited to service as a district officer named in the preceding sentence.

(b) Elective Officers

The elective officers of this district shall be the district director, the program quality director, the club growth director, and any division directors. No district officer may be re-elected to the same office for succeeding terms in which a full year has been served, except that the division directors may be re-elected to succeed themselves for one term. The election of officers shall take place at the annual meeting of the district council. The report of the district leadership committee shall be submitted in writing to all members of the district council at least four weeks prior to the election meeting. Nominations may also be made from the floor by any member of the district council. All elections shall be by secret ballot, unless a secret ballot is dispensed with by unanimous vote. A majority of the votes cast is necessary for an election.

(c) Other Officers

The other officers of this district shall be the public relations manager, the district administration manager, the district finance manager, and the area director for each area. These officers may be elected or appointed. The decision to elect or appoint is made by the district council and the decision remains in effect until changed by the council. Any changes to the decision must be made prior to November 1 of the district program year in which the elections or appointments will occur.

Officers appointed by the district director are subject to the approval of the district executive committee and the district council by September 30.

The public relations manager, the district administration manager and the district finance manager shall be eligible for re-election or re-appointment for one succeeding term only. The offices of district administration manager and district finance manager may be combined.

Area directors are elected by the area councils or appointed by the district director taking into account the recommendation of the area council. Area directors shall be eligible for re-election or re-appointment for one succeeding term only.

(d) Qualifications

At the time of taking office, the district director shall have served at least six consecutive months as a club president and at least 12 consecutive months as a program quality director, club growth director or division director or a combination thereof. The program quality director and club growth director shall have served at least six consecutive months as club president and at least 12 consecutive months as a program quality director, a club growth director, a division director or an area director or a combination thereof. The division directors shall have served at least six consecutive months as members of a district council. Insofar as practicable, the area directors shall have served as members of a district council. All district officers must be active individual members of member clubs and must be in good standing with Toastmasters International under Article III, Section 8 of the Bylaws of Toastmasters International.

(e) Term of Office

The terms of all district officers shall commence at 12:01 a.m. on July 1 and end on the following June 30, at midnight.

(f) Vacancies

A vacancy in any elective office shall be filled by the district executive committee based upon the recommendation of the district director, or upon recommendation of the highest elected district officer if the vacancy is in the office of district director. Individual members who fill vacant roles shall meet all qualifications for the role as defined in Article VII, Section (d) of the District Administrative Bylaws. Such appointment shall become effective immediately and will run until the next succeeding district council meeting at which time such appointment shall be confirmed or another individual member elected to the office. If the office of immediate past district director is vacated for any reason, it shall stay vacant for the remainder of the term.

(g) Resignation or Removal

Any officer may resign at any time, provided that any resignation must be in writing, and will be effective on delivery to the district administration manager or the district director, unless the resignation provides for a later effective date. Any member of the district executive committee may be removed from office by a two-thirds vote of the district executive committee. Any appointed officer may be removed from office at the district director's discretion by the district director. Such removal of an appointed officer shall become effective immediately; appointment of a replacement shall be made by the same procedure as the original appointment. The members of the district executive committee are responsible to the Board of Directors of Toastmasters International, and may be removed at any time by that board if it finds it to be in the best interests of Toastmasters International, its member clubs and their individual members, to do so.

(h) Compensation

No district, division, or area officer shall receive a salary or other compensation except a return for expenses incurred for the benefit of the organization and only to the extent provided for in the adopted district budget.

Article VIII: Duties of Officers

(a) In General

The district officers shall have such obligations, responsibilities, and duties as may be set forth in policies prescribed from time to time by the Board of Directors or in the Articles of Incorporation or Bylaws of Toastmasters International, in these administrative bylaws, or in standing rules or policies adopted by the district council of this district. The authority delegated by the Board of Directors of Toastmasters International to district officers to act as stewards of Toastmasters International's resources in the district is subject at all times to the ultimate direction of the Board.

(b) District Director

The district director shall report to and take direction from the district council in matters pertaining to district organization, programs, and procedures, but the district director shall be ultimately responsible to the Board of Directors in the exercise of his or her powers and duties. The district director shall uphold and promote the purposes of Toastmasters International in the district. As the representative of Toastmasters International, the district director, personally and through the program quality director and club growth director, shall carry out the programs approved by the Board of Directors and the district council. The district director presides at all meetings of the district council and the district executive committee; fills such appointive offices as are provided for in these administrative bylaws, subject to the approval of the district executive committee and confirmation by the district council; authorizes withdrawals of district funds, in the manner and to the extent provided in Article XII of these administrative bylaws; and must approve all withdrawals chargeable to the district on the books of Toastmasters International. By the published deadlines, the district director shall submit to the Board of Directors any reports that may be required by the Board of Directors. The district director shall provide to each member club in this district and to World Headquarters, copies of the adopted budget, the report of the audit committee, and such other reports as the Board of Directors from time to time may require. The district director shall furnish World Headquarters with such information as the Board of Directors from time to time may require before the district shall be eligible to withdraw funds of Toastmasters International authorized by the Board of Directors for district activities and operations.

(c) Program Quality Director

The program quality director is the second-ranking member of the district executive committee, and presides over that body and the district council in the absence of the district director. The program quality director assists the education committees of the member clubs and areas and divisions of the district in utilizing the educational programs and materials of Toastmasters International and has the responsibility for: promoting and supporting club quality and member retention; the training of all division, area and club officers; the preparing and conducting of educational programs for district conferences; the supervising and coordinating of district-wide speech contests; and the formulating of

specific educational recognition programs. The program quality director shall attend district council meetings.

(d) Club Growth Director

The club growth director is the third-ranking member of the district executive committee and presides over that body and the district council in the absence of the district director and program quality director. The club growth director is responsible for the development, direction, and coordination of an overall marketing plan necessary for building new member clubs; the increase in individual membership and retaining clubs in the district; the recruitment and training of district marketing teams; and the formulation of specific membership building recognition programs. The club growth director shall attend district council meetings.

(e) Public Relations Manager

The public relations manager serves under the direction of the district director and is responsible for the development and administration of a public relations program that will provide improved understanding by individual members of clubs and the public of the opportunities available for personal development in the Toastmasters International Communication and Leadership Programs.

(f) Division Directors

The division directors shall coordinate the activities of area directors within the division and provide area officers with a supervisory head for counsel, information, and service.

(g) Area Directors

The area directors shall be responsible for the member clubs within their areas and shall represent the district director and, if applicable, the division director to the clubs in their areas. As presiding officer of the area council, the area director shall hold regular area council meetings, and shall appoint (or provide for the election by clubs in the area of) an area staff for the conduct of area activities between area council meetings. The area director shall perform such other duties as the district director and district council may prescribe.

(h) District Administration Manager

The district administration manager shall have custody of this district's administrative bylaws and all other records and documents of this district; shall keep the minutes of the meetings of the district council and district executive committee; and shall transmit the same to the successor. The district administration manager shall have charge of all district correspondence, and shall perform such other duties as may be prescribed by the district director or district council.

(i) District Finance Manager

The district finance manager shall have charge of all funds and other personal property of the district and shall transmit the accounts and all undistributed funds to the successor. The district finance manager shall disburse all funds upon order of the district director, as provided herein, and shall perform such other duties as may be prescribed by the district director or district council.

Article IX: District Council

(a) Composition

The district council shall consist of the district executive committee, as defined in [Article XI\(a\)](#) hereof, and the club president and vice president education from each member club in the district. These shall be the only voting members of the district council, and references made in these administrative bylaws to “members of the district council” shall mean only voting members.

(b) Authority

The district council shall serve as the administrative governing body of the district, operating with powers delegated to the district council by the Board of Directors of Toastmasters International and subject at all times to the ultimate direction of the Board of Directors and the Articles of Incorporation, Bylaws, Policies, and decisions of Toastmasters International, and these administrative bylaws. The district council shall conduct all business of the district, shall assume responsibility for the payment, with district funds, of all debts incurred in the presentation of district council meetings and other district functions, and shall not assess or impose any financial obligation on any member club or any individual member of a club.

Article X: Council Meetings, Quorum, Proxies, and Voting

(a) Regular Meetings

The district council shall hold at least two meetings during each year, with the exact number and schedule of meetings to be fixed by the district council from time to time. One meeting shall be called the “annual meeting,” and shall be held in person between March 15 and June 1. Additional meetings are conducted virtually. Notice of any meeting shall be sent in writing to all district council members at least four weeks prior to the date of such meeting. The annual meeting shall include in its schedule educational programs or sessions for all district council members attending.

(b) Special Meetings

Special meetings of the district council may be called by the International President, the district director, a majority of the district executive committee, or not less than one-fourth of the members of the district council. Notice thereof shall be sent in writing to all district council members at least two weeks prior to the date of such meeting, and shall set forth the purpose for which such meeting is called, but any business otherwise valid may be transacted at the meeting.

(c) Quorum

One-third of the club presidents and vice presidents education from member clubs in the district, or proxies as authorized by subparagraph (d) hereof, shall constitute a quorum for all district council meetings. In the event that any business is transacted at any district council meeting at which a quorum is not present, the action shall be deemed as valid as if a quorum were present if it thereafter is expressly approved in writing, personally, by mail, fax, email, electronic transmission or other reasonable means, by the affirmative vote of a majority of the member clubs in the district on the basis of two (2) votes per club.

(d) Proxies

Either the club president or vice president education of any member club may designate, in writing, any active individual member of the club to act as a proxy for him or her at any district council meeting that is held in-person. In the event one of those officers is not in attendance at the meeting and has not designated, in writing, an active individual member of the club to act as his or her proxy at such meeting, the officer or proxyholder in attendance shall be deemed to hold the proxy of the other and may therefore cast two votes at such meeting. The intent of this provision is to assure that every club will be represented by two votes. No other proxies shall be valid at a district council meeting. A written proxy, to be valid at a district council meeting, must contain all the elements set forth in Toastmasters International policy and must be delivered personally, by mail, by fax, by email, by electronic transmission, or by other reasonable means to the club member who will hold the proxy. The proxyholder must present the proxy in paper form (i.e., print out an email) to the credentials desk. If the proxy does not bear a handwritten signature, it must have the typed name of the club officer(s) giving the proxy or some other indication that the club officer(s) authorized the proxy to be given. A proxy that complies with these requirements shall be treated as valid so long as the credentials desk has no reason to believe that the proxy was not authorized. A proxyholder cannot transfer or assign a proxy to someone else. A valid proxy delivered to the proxyholder is revoked only if the club officer who gave the proxy takes one of the following subsequent actions: he or she destroys the proxy, cancels the proxy in writing, issues another proxy authorized at a later date, or actually attends the district council meeting.

(e) Voting

~~In attendance at a~~ **When the voting process is conducted in person, e**Each member of the district council ~~in attendance at a~~ council meeting, or his or her proxy as authorized by subparagraph (d) hereof, is entitled to one vote. Any active individual member who carries the proxies of both the club president and vice president education from a member club is entitled to two votes; and any such individual member who is also entitled to a vote as a member of the district executive committee is entitled to three votes. ~~All other members of the district council shall be limited to a maximum of two votes.~~

~~In the event that~~ **When** the voting process is conducted virtually, no proxies will be permitted. Each district council member must cast their own vote. District executive committee members are entitled to one vote and may cast up to ~~two~~ **two** additional votes as a club president or vice president education. ~~of their club.~~ **All other members of the district council shall be limited to a maximum of two votes.**

Article XI: Committees

(a) District Executive Committee

The district director, the program quality director, the club growth director, the public relations manager, the district administration manager, the district finance manager, the area directors, and any division directors, together with the immediate past district director, shall be the district executive committee, which shall have all functions and powers of the district council except such powers as may be reserved by the district council to itself; subject at all times to the general direction and approval of the district council. A majority of

the district executive committee shall constitute a quorum. This committee shall recommend the division of the district into areas and divisions (optional) for approval at the annual meeting. The district executive committee shall prepare a budget in the form prescribed by Toastmasters International, covering estimated receipts and expenditures for the ensuing year, and shall submit it to the district council for approval in order to submit the approved budget to World Headquarters by September 30. This proposed budget shall be acted upon by the district council at its first meeting. The district executive committee shall have such other duties as are delegated to it by the district council.

(b) District Leadership Committee

The district director shall appoint the district leadership committee chair no later than October 1. The remaining committee members shall be appointed no later than November 1 and shall consist of no fewer than five members. The committee shall operate under the procedural rules adopted by the Toastmasters International Board of Directors for the selection of candidates for the elective district offices. The committee's results shall be reported in writing to the district director no fewer than six weeks before the district council's annual meeting. The district director shall submit the district leadership committee report to the members of the district council at least four weeks prior to the annual meeting.

(c) Audit Committee

Each year the district director shall appoint an audit committee consisting of at least three individual members who are not members of the district executive committee. The reports of this committee shall contain information in the format required by Toastmasters International. The committee shall submit an interim mid-year audit report no later than February 15. The committee shall then complete a year-end audit report for the fiscal year ending June 30. The outgoing and incoming district directors are jointly responsible for submitting this report to the member clubs and to World Headquarters by August 31.

(d) Other Committees

Other committees may be appointed from time to time as may be deemed advisable by the district director or the district council. Such committees may include, among others, the following special committees: district program quality, district club growth, district public relations, Youth Leadership program, Speechcraft, administrative policies, awards, speakers bureau, district newsletter, and past district directors committee.

Article XII: Finances and Records

(a) Finances

The conduct of this district's financial affairs shall be subject to policies established by the Toastmasters International Board of Directors from time to time. Payments of district expenses shall be made only for expense items benefitting the district and consistent with the purposes and policies of Toastmasters International. Toastmasters International will transfer funds to the district upon presentation of a requisition which sets forth the purpose of the withdrawal and which is signed by the district director and either the district administration manager or district finance manager. All disbursements of district funds shall be subject to the approval of the district council and shall be in accordance with the district budget, unless otherwise approved by the Board of Directors.

(b) Records

The outgoing district officers shall transfer to the incoming officers, in good order, the complete records of their respective offices by the beginning of the administrative year (July1).

Article XIII: Rules of Order

Robert's Rules of Order Newly Revised shall be the final authority on parliamentary procedure insofar as Robert's Rules do not conflict with any provision of these administrative bylaws, the Articles of Incorporation or Bylaws of Toastmasters International, policies set by the Board of Directors of Toastmasters International from time to time, or applicable law, provided that if the district is located in a jurisdiction where Robert's Rules are not a recognized authority on parliamentary procedure, this district may use the recognized authority in the jurisdiction where this district is located in place of Robert's Rules.

Article XIV: Political Activity

This district shall not take any official position on any issue of local, state, or national public policy, or otherwise engage in any legislative lobbying. This district shall not participate or intervene in any way in any campaign of any person for any public office.

Article XV: Legal Action

This district shall not file any lawsuit as a party plaintiff, hire legal counsel, file any response to any lawsuit, respond to any subpoena, or take any other legal action without the prior written approval of the Executive Director of Toastmasters International. In the event this district is served with any summons, complaint, subpoena, injunction, or other form of legal process, the district officer receiving the legal process shall so notify World Headquarters within 24 hours of such service.

Article XVI: Governing Law

This district shall be governed by, and these administrative bylaws shall be construed in accordance with, the laws of the State of California, where Toastmasters International is incorporated, regardless of where this district is located.

Article XVII: Amendments and Other Rules

- (a) Amendments to these administrative bylaws shall be made only by the Board of Directors of Toastmasters International. The administrative bylaws for this district shall be identical, except for the description of boundaries in Article V above, to the administrative bylaws for all other districts of Toastmasters International. The Executive Director of Toastmasters International shall notify the following of any amendment adopted by the Board of Directors: all member clubs and the district director, the program quality director, the club growth director, the immediate past district director, the public relations manager, the district administration manager, the district finance manager, the division directors and area directors of each district.
- (b) The district council of this district may propose an amendment to these administrative bylaws to the Board of Directors or Executive Committee of Toastmasters International, provided that the district council shall have given written notice of such proposal at least 30 days in advance of the district council's action to all member clubs affiliated with this

district, and shall thereafter give 45 days' written notice to the Board. The Board of Directors or Executive Committee of Toastmasters International, whichever is the next to meet after submission of a proposed amendment, shall consider the proposal at its next meeting. No proposed amendment shall become effective without the approval of the Board of Directors or Executive Committee.

- (c) Policies and standing rules applicable only to this district may be adopted by the Board of Directors of Toastmasters International, or by the district council of this district. Such policies and rules must be submitted promptly to World Headquarters to be kept on file, and must not be in conflict with any provision of these administrative bylaws, the Articles of Incorporation or Bylaws of Toastmasters International, policies adopted by the Board of Directors, or applicable law. The Board reserves the right to review, disapprove, or modify any such policy or standing rule. In addition, the Board may test the feasibility of potential amendments to these administrative bylaws by allowing alterations, at specific times and locations, that may conflict with existing provisions of these administrative bylaws.